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Literary Managers and Dramaturgs of the Americas Bylaws, As Amended 22 June 2019

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BYLAWS

Literary Managers and Dramaturgs of the Americas

I. NAME AND PURPOSE

The name of this not-for-profit corporation shall be Literary Managers and Dramaturgs of the Americas, Inc. (the “Corporation”).

Dramaturgy and literary management have emerged as permanent artistic forces within North American theater. As a service organization dedicated to supporting and extending the work of those who share these vocations, the Corporation develops and sustains programs that best serve our expanding field. Dramaturgs and literary managers provide critical, historical, and humanist insights for writers, performers, directors, and audiences alike; they strengthen the vitality of the performing arts.

The Corporation has created an international network that reaffirms and broadens the roles we have already come to play and is expanding the possibilities of the field to other media and institutions. Wherever there is a relationship between writer/creator and audience, there is a place for the artistry of the dramaturg or the literary manager.

Therefore, the purposes of the Corporation are to cultivate, develop, and promote the fields of dramaturgy and literary management through the creation of an international not-for-profit organization that performs the following functions:

- Educate the public regarding the functions of dramaturgs and literary managers within the academic and professional theater communities and related performing arts fields;
- Promote the use of dramaturgs and literary managers within the academic and professional theater communities and related performing arts fields;
- Establish and sustain multiple communications networks among the membership;
- Organize an information bank, publications, seminars, workshops, and conferences;
- Administer grants and awards;
- Encourage employment, fellowships, residencies, and freelance opportunities for dramaturgs and literary managers in performing arts and educational organizations;
- Conduct and carry on the work of the Corporation exclusively in such a manner as to be subject to the provisions of Section 501(c)(3) of the United States Internal Revenue Code (as amended, restated, or superseded from time to time) and not for profit and exclusively for charitable, educational, religious, scientific, literary, or cultural purposes.

II. MEMBERSHIP

1. Categories of Membership.

- a. Voting Members. This category shall consist of (a) individuals in the performing arts field who self-identify as dramaturg, literary manager, and/or combination thereof; and (b) other participants in the performing arts, literary, or educational fields who have an active interest in dramaturgy and literary management; and (c) those interested in these or associated fields.
- b. Institutional Members. This category shall consist of private or public organizations, for profit or not for profit. Each Institutional Membership shall cover dues for up to four individual Voting Members affiliated with the organization.
- c. Honorary Members. This non-voting category shall consist of persons nominated by the Executive Committee, and ratified through a majority vote of the Board.

2. Application for Membership. Application for membership shall be made by submitting a completed membership form and the appropriate level of annual dues. Membership applications are accepted at any time. Membership expires annually on a schedule set forth by the Executive Committee.

3. Privileges. Each dues-paid Voting Member shall be entitled to one vote in person or by proxy at any Annual General Meeting or Special Meeting of the Corporation, for any election or for any other purpose as expressed in these bylaws. Only dues-paid Voting Members may serve on the Board and Executive Committee, or may chair any Committee. Any Member may serve on any other Committees in the manner designated by the Board or the applicable Committee. Any Member shall have the right to examine all the Corporation's books, vouchers, expenses, and other financial records, but may not divulge or publish said information.

4. Obligations. Each Voting Member is required to pay such annual dues as the Executive Committee may establish. Any Voting Member who fails to pay their dues on the renewal date established by the Executive Committee shall automatically be suspended from membership, and their membership shall not be renewed until they have satisfied all past obligations.

5. Suspension and Expulsion. In addition to the reason expressed in Article II, Section 4, a Member may be suspended from membership by majority vote of the Executive Committee; suspension carries the forfeiture of all privileges. A Member may be expelled by a majority of dues-paid Voting Members at a Special Meeting called for that purpose, or at the Annual General Meeting. For the purposes of voting, written proxies shall count in the attendance.

III. MEETINGS

1. **Annual General Meeting.** An annual meeting of the Voting Members (the “Annual General Meeting”) shall be held during the Corporation’s annual conference, or at such time and place as the Executive Committee elects, but not later than the final quarter of each fiscal year. A notice of the Annual General Meeting shall be deemed sufficient if sent to the membership not fewer than thirty (30) days prior to the Annual General Meeting, and notification shall be made to the widest possible number of Voting Members in the shortest possible time by the most expeditious means. The Annual General Meeting shall also be open to all Corporation Members regardless of whether they are or are not Voting Members.
2. **Special Meetings.** Meetings for special purposes shall be held at such time and place as may be designated by the President, or by a majority of the Executive Committee, and notification shall be made to the widest possible number of Voting Members in the shortest possible time by the most expeditious means. In addition, a Special Meeting can be called upon request to the Executive Committee by ten percent (10%) of dues-paid Voting Members; notification shall be made to the widest possible number of Voting Members in the shortest possible time by the most expeditious means.
3. **Quorum.** Ten percent (10%) of dues-paid Voting Members in attendance at the Annual General Meeting or any Special Meeting shall constitute a quorum. Written proxies shall count for purposes of determining whether a quorum exists.
4. **Elections.** Election of Officers shall be in accordance with Article VII.

IV. BOARD OF DIRECTORS

1. **Board of Directors.** The Board of Directors (the “Board”) shall have general power to control and manage the affairs and property of the Corporation, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board and shall have full authority with respect to the distribution and payment of the moneys received by the Corporation from time to time; provided, however, that the fundamental and basic purposes of the Corporation, as expressed herein, shall not thereby be amended or changed, and provided further, that the Board shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any private individual.
2. **Number, Election, Term of Office, and Removal.** The number of directors, including Executive Committee members and non-executive Board members, shall be no less than eleven (11) and no more than twenty-five (25), the number to be fixed from time to time by the Board. The Executive Committee members shall be nominated by the President and elected by majority vote of dues-paid Voting Members, and each member shall continue in office until their successor shall have been elected and qualified, or until their death, resignation, or removal. The non-executive Board members shall be appointed by the Board Chairperson, in consultation with the President, and confirmed by majority vote of the Board. Any director may be removed, with or without cause, by a vote of the majority of the directors then in office. In no case shall any one term of any director exceed five (5) years consecutively.

3. **Vacancies.** Any vacancy in the Board arising at any time and from any cause, may be filled for the unexpired term at any meeting of the Board by a majority of the directors then in office. At any time additional directors may be elected at any meeting of the Board by a majority of the directors then in office, and each director so elected shall continue in office until the next meeting of the Board where a successor is elected and qualified.
4. **Notice of Annual Meeting.** The annual meeting of the Board shall be held at the principal office of the Corporation or at such other place, date, and time as the Board shall designate. Notice of the time and place of such annual meeting shall be given by the Administrator by mailing or emailing a copy thereof or delivering the same to each director not less than ten (10) days before such Meetings. At the annual meeting of the Board, the President and Treasurer of the Corporation shall file a report to be included in the minutes, which contains a detailed description of: (a) the Corporation's assets and liabilities, including trust funds, for a one (1) year period that ended within the prior six (6) months; (b) the principal changes in assets, liabilities, and trust funds; (c) the revenue or receipts; and (d) expenses and disbursements. The directors may waive notice of the meeting in accordance with the New York Not-For-Profit Law ("Not-For-Profit Law").
5. **Notice of Special Meetings.** Special meetings of the Board may be held upon the call of the President, the Board Chairperson, or of any two (2) directors at the principal office of the Corporation or at such other place as may be designated in the notice of such meeting. Notice of the time, date, place, and purpose of any special meeting of the Board shall be given to each director by the Administrator by mailing or emailing a copy thereof or delivering the same at least two (2) days before such meeting. The directors may waive notice of the meeting in accordance with the Not-For-Profit Law.
6. **Notice of Regular Meetings.** Regular meetings of the Board shall be held at such time and place as the Board shall designate and notice of such regular meetings need not be given to the membership.
7. **Quorum, Adjournments of Meetings, Action at a Meeting.** At all meetings of the Board, a majority of the directors then in office shall constitute a quorum for the transaction of business. Except as otherwise specifically provided by statute or in the certificate of incorporation, the vote of the majority of the directors present at any meeting at which a quorum is present shall constitute an act of the Board. In the absence of a quorum, a majority of the directors present, may, without giving notice other than by announcement at the meeting, adjourn the meeting from time to time until a quorum is obtained. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.
8. **Participation in a Meeting by Teleconference.** Any one or more of the directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone, videoconference, or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

- 9. Action without a Meeting.** Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all members of the Board consent in writing (including, to the extent permitted by the Not-For-Profit Law, by electronic means) to the adoption of a resolution authorizing such action, and such resolution and written consents are filed with the records of the meetings of the Board.
- 10. Majority Required.** A vote of a majority of the entire Board shall be required to (a) authorize the purchase, sale, mortgage or lease of real property; and (b) authorize the purchase, sale, mortgage, lease, or other disposition of all, or substantially all, assets or real property. In addition, the sale, lease, exchange or other disposition of all, or substantially all, assets or real property requires leave of the Attorney General of the State of New York; except that after such authorization the Board in its discretion may abandon such sale, lease, exchange or other disposition of assets, subject to the rights of third parties under any contract relating thereto, without further action or approval.
- 11. Organization.** The President of the Corporation shall preside at all meetings of the Board, or the Board may select from among its members a Chairperson. The Administrator of the Corporation shall act as secretary at all meetings of the Board. In the absence of the Administrator, the presiding officer may appoint any person to act as secretary of the meeting.
- 12. Resignation.** Any director may resign at any time by giving written notice to the President of the Corporation or Board Chairperson. Such resignation shall take effect at any time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 13. Compensation.** No person who may benefit from a compensation arrangement may be present or otherwise participate in any deliberation or vote of the Board or a committee thereof concerning such person's compensation, except that the Board or committee may request that such person present information as background or answer questions at a Board or committee meeting prior to the commencement or deliberations or voting thereon.

V. COMMITTEES

- 1. Executive Committee.** The business and affairs of the Corporation shall be administered by an Executive Committee made up of dues-paid Voting Members nominated by the President-Elect and elected by majority vote of dues-paid Voting Members. The Executive Committee will serve a two-year term, but no member of the Committee shall be elected to the same office for more than two consecutive terms. The Executive Committee shall consist of, but not be limited to, the following Executive Officers: President; Treasurer; Vice President, Canada; Past President; and President-Elect (in accordance with Article VI). The President and Board Chairperson may elect to eliminate or create positions, subject to the approval of a majority of the Board.
- 2. Audit Committee.** The Audit Committee shall consist of independent (non-Executive) directors and other dues-paid Voting Members as the Treasurer, President, and Board Chairperson determine. The Audit Committee shall oversee the accounting and financial

reporting processes of the Corporation and the audit of its financial statements; annually retain or renew the retention of an independent auditor (when required by budget size); review with the independent auditor the results of the audit (including the management letter); and oversee the adoption and implementation of, and compliance with, any Conflict of Interest Policy or Whistleblower Policy (unless performed by another committee consisting solely of independent directors). In addition, to the extent required by the Not-For-Profit Law, the Audit Committee shall (a) review with the independent auditor the scope and planning of the audit prior to its commencement; and (b) review and discuss with the independent auditor any material risks and weaknesses in internal controls identified by the auditor, any restrictions on the scope of the auditor's activities or access to requested.

3. **General Committees.** General Committees shall be established by a majority vote of the Executive Committee, upon suggestions from within the Executive Committee. Chairpersons, who must be dues-paid Voting Members, shall be appointed by the President, with the approval of the Executive Committee. Chairpersons may then select their own Committee members.
 - a. Members of Committees, and Chairpersons of Committees, may be removed by those who appoint them, with the approval of the Executive Committee.
 - b. Committees shall serve for specified terms and shall report to the Executive Committee the completion of any business committed to them. When a Committee's purpose is fulfilled, it may be dissolved.

VI. OFFICERS

1. **Executive Officers.** The Executive Officers of the Corporation shall constitute the Executive Committee as follows, or as otherwise determined by the Board:
 - a. **President**, whose duties shall be: to preside at all Executive Meetings; to serve as an ex officio member of all Committees; to set the time and place of Meetings; to represent the Corporation officially in its outward-facing business; to endorse any disbursements submitted by, or in the absence of, the Treasurer or Administrator; and to mentor the President-Elect.
 - b. **Secretary** (to be fulfilled by a non-voting Administrator in accordance with Article VI, Section 2), whose duties shall be to send announcements of Meetings and of other business to the Members; to record or cause to be recorded minutes of every Meeting; to disburse copies of said minutes, after being approved by the President, to Executive Committee and other Board directors.
 - c. **Treasurer**, whose duties shall be to oversee the collection of dues; to oversee the keeping of accounts of monies received and disbursed; to oversee the payments of bills received; to authorize the signing of checks for all disbursements; to process and administer grants; to provide at Board Meetings an up-to-date copy of the operating budget of the Corporation; and to render a written year-end report at the Annual General Meeting.

- d. **Vice President, Canada**, whose duties shall be to provide a liaison between the Corporation and LMDA Canada; to manage Canadian membership rolls; and to collect dues from Canadian members. The Vice President, Canada, shall be separately elected by the membership of LMDA Canada.
 - e. **Past President**, whose duties shall be to advise the President and the Board and to facilitate succession. The Past President serves two years on the Executive Committee immediately following the term as President.
 - f. **President-Elect**, whose duties shall be to shadow the President in all capacities and to nominate the incoming Executive Committee for ratification by the Voting Members prior to the Annual General Meeting. The President-Elect serves one year on the Executive Committee immediately preceding the term as President.
 - g. **Other Officers**. The Corporation shall have such other Officers from time to time as the President may appoint, with such duties and powers as the Board may confirm in each case.
2. **Administrator**. The Corporation shall employ an Administrator to manage the operations of the Corporation as determined by the President and Executive Committee and to perform the functions of a non-voting Secretary of the Corporation, in accordance with Article IV, Section 13, and Article VI, Section 1(b).

VII. ELECTIONS

1. **Frequency**. Elections of the Officers of the Corporation shall be held every two years – the President-Elect and the Executive Committee in alternating years. The elections shall be conducted by secret Ballot emailed to all dues-paid Voting Members not fewer than thirty (30) days before the Annual General Meeting.
2. **Nomination of the President-Elect**. The Board, by majority, shall select and recommend for office not fewer than one nominee for President-Elect to the Voting Members not fewer than thirty (30) days before the Annual General Meeting (concluding the President's first year in office) and such notification to the Voting Members shall constitute the Ballot. The successful candidate shall serve one year as President-Elect.
3. **Nomination of the Executive Committee**. The President-Elect shall select and recommend for office a slate of Executive Officers (other than the Past President and Vice President, Canada) – which shall constitute the next Executive Committee – to the Voting Members not fewer than thirty (30) days before the Annual General Meeting (concluding the President's second year in office) and such notification to the Voting Members shall constitute the Ballot. The successful slate shall serve two years as the Executive Committee.
4. **Nominations from Voting Members**. Notwithstanding the foregoing, any five (5) dues-paid Voting Members of the Corporation may recommend to the Board one or more dues-paid Voting Members for one or more offices, and by signed petition to the Board, request that the names of those so nominated be added to the Ballot to be sent to Voting Members.

5. **Secret Voting.** Voting shall be secret, with each Voting Member returning to the Administrator their Ballot in time for the Annual General Meeting. Ballots submitted by ten percent (10%) of dues-paid Voting Members shall constitute a quorum for all Elections.
6. **Verification.** The Administrator and Treasurer shall verify the voting status of the voters and submit a complete listing of such names to the membership at the Annual General Meeting.

VIII. CONFLICT OF INTEREST POLICY

1. **Purpose.** The purpose of this Article is to protect the Corporation's interests when a director, member of a committee with Board-delegated powers (a "committee member"), officer, or staff member of the Corporation contemplates any transaction or arrangement that might benefit the private interests of that person to the potential detriment of the Corporation. On a regular basis, each director, committee member, officer and staff member shall acknowledge their affirmative duty to ensure that the advantages of the Corporation's charitable tax-exempt status benefit the community and not private individuals, and also shall acknowledge that failure to adhere to the procedures set forth in this Article could result in: (i) harm to the Corporation; (ii) assessment of penalty taxes and other fines against the Corporation, one or more individuals, or both; and (iii) termination of service on the Board or on a committee or termination of employment from the Corporation. The conflict of interest policy articulated in this Article is intended to supplement but not replace any other policies or procedures of the Corporation or any applicable laws governing conflicts of interest applicable to nonprofit and charitable corporations.
2. **Definitions.** A conflict of interest may exist when the interests or concerns of any director, committee member, officer or staff member, or member of said person's immediate family, or any party, group or organization to which said person has allegiance, may be seen as competing with the interests or concerns of the Corporation. It is the policy of the Corporation that any known, possible conflict of interest be fully disclosed and addressed appropriately.
 - a. Interested Person. Any director, committee member, officer or staff member who has a direct or indirect financial interest, as defined herein, is an "interested person."
 - b. Financial Interest. A person has a "financial interest" if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
 - ii. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration, as well as gifts or favors that are substantial in nature. However, a director shall not be considered to have a financial interest subject to disclosure for purposes of this policy if such individual is furnished lodging or meals, or reimbursed for reasonable travel expenses pursuant to the following procedures. Such lodging, meals, or travel shall be approved by the Board and shall be furnished or reimbursed only when such accommodations are directly provided or incurred for service as a director or for efforts by such director on behalf of the Corporation. A financial interest is not necessarily a conflict of interest. Under Section 2(b) of this Article, a person who has a financial interest may have a conflict of interest only if the Board or appropriate committee, if applicable, decides that a conflict exists.

3. Procedures.

- a. Duty to Disclose, Defer, and Cease.** In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of their financial interest and all material facts to the Audit Committee or, if none exists and is not required to exist for these purposes pursuant to the Not-For-Profit Law, the Board. Any person who believes an action may be a conflict of interest shall defer or cease engaging in such activity until such time as a final written determination is made under this Article that proceeding is not inappropriate under the circumstances. The Audit Committee or the Board, as applicable, is not under an obligation to act and any and all such determinations shall be made in its sole and unreviewable discretion.
- b. Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Audit Committee or Board meeting while the determination of a conflict of interest is discussed, deliberated, and determined. The remaining Board or Committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest.**
 - i. After a financial interest has been determined to be a conflict of interest, the interested person may make a presentation at the Board or Audit Committee meeting, but after such presentation, he or she shall leave the meeting during the discussion and deliberation of, and the vote on, the proposed transaction or arrangement.
 - ii. The Board Chairperson or the Audit Committee, as applicable, shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the Board or Audit Committee, as applicable, shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

- iv. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or Audit Committee, as applicable, shall determine, by a majority vote of the disinterested directors, whether the transaction or arrangement is in the Corporation's best interest, for its own benefit and reasonable to the Corporation, and shall make its decision whether to enter into the transaction or arrangement in conformity with such determination.
- v. Such determinations shall be based on whether there is the appearance of potential harm to the Corporation, whether there is or could be a diversion of resources from the Corporation, whether the transaction or arrangement is the result of arm's-length bargaining, whether internal control systems have or could be violated and any other factors deemed reasonable to consider to protect the best interests of the Corporation.

d. Violations of the Conflicts of Interest Policy.

- i. If the Board or Audit Committee, as applicable, has reasonable cause to believe that a person has failed to disclose actual or possible conflicts of interest, or to provide full disclosure regarding a possible conflict of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the response of the person and making such further investigation as may be warranted under the circumstances, the Board or Audit Committee, as applicable, determines that the person in fact has failed to appropriately disclose an actual or possible conflict of interest, it shall take whatever disciplinary action, corrective action, or both, it deems appropriate in its sole and unreviewable discretion.

4. Records of Proceedings. The Board or Audit Committee, as applicable, shall contemporaneously document the existence and resolution of any conflict in the Corporation's records. Such records shall include:

- a. The names of the persons who have disclosed or otherwise have been found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed and the basis for such decision.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, if any, the content of the discussion, including all material facts, any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith, including, without limitation, any minutes of any meeting where any such conflict was discussed.

5. Compensation.

- a. A member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c. No member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

6. Statements. A copy of the policy articulated in this Article shall be furnished to each director, committee member, officer, and staff member. Each new director, committee member, officer, and staff member shall be advised of the policy upon undertaking their respective duties. Upon becoming a director, committee member, officer, or staff member and at the beginning of each fiscal year of the Corporation thereafter, each director, committee member, officer and staff member shall sign a statement which affirms that such person:

- a. Has received a copy of the conflicts of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and
- d. Understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

7. Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.
- b. Whether partnership and joint venture arrangements with third-party service providers conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable purposes and do not result in inurement or impermissible private benefit.

- 8. Use of Outside Experts.** In conducting the periodic reviews provided for in this Article, the Corporation may, but need not utilize independent outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

IX. AMENDMENTS

Amendments to these bylaws may be proposed by the Board and may then be adopted by majority vote of ten percent (10%) of dues-paid Voting Members at the Annual General Meeting, at any Special Meeting, or by proxy vote instituted for that purpose; or by unanimous written consent of the Voting Members in accordance with Article IV, Section 9.

Amendments to the LMDA bylaws (last amended 19 May 2005), included herein, were reviewed and approved by the LMDA Board on 19 June 2019 and adopted by Voting Members attending the Annual General Meeting on 22 June 2019 (71 approve, 0 disapprove, 0 abstain).